

BYLAWS
OF
ARCHITECTS WITHOUT BORDERS—OREGON,

an Oregon Nonprofit Corporation

ARTICLE I
Offices; Purposes

Section 1. Principal Office. The principal office of the Corporation in the State of Oregon shall initially be located at 315 SW Fourth Avenue, Portland, OR 97204. The Corporation may have such other offices, either within or without the state of Oregon, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office. The Corporation shall have and continuously maintain in the state of Oregon a registered office and a registered agent whose office is identical with such registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Purposes. The purposes of the Corporation, none of which are for profit, are as stated in the Corporation's Articles of Incorporation (the "Articles"), as the same may be duly amended from time to time.

ARTICLE II
Members

The Corporation shall have no members, except that it may designate certain classes of supporting contributors as nominal (non-voting) "members."

ARTICLE III
Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (the "Board"). Directors need not be residents of the state of Oregon.

Section 2. Number; Term of Office; Qualifications. The Board shall consist of not less than three (3) nor more than nine (9) directors, as shall be established from time to time by the Board, provided that no decrease in number shall have the effect of shortening the term of any incumbent. The term of each member of the initial Board shall be for a period of one year. Thereafter, the term of each member of the Board shall be for a period of two years, except that at the first annual meeting of the Board, approximately one-half of the Board members shall be elected for a term of one year, and approximately one-half of such Board members shall be

elected for a term of two years. At every annual meeting thereafter, the directors shall be elected by a vote of the directors. Directors may have to meet such qualifications as the Board may prescribe by amendment to these Bylaws.

Section 3. Powers. There shall be included in the general powers of the Board of Directors, but not by way of limitation, the following powers:

- (a) To determine from time to time what activities of the Corporation shall be carried on within the frame work of the objects and purposes set forth in the Articles.
- (b) To acquire, buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property and operate all such properties and buildings thereon.
- (c) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien.
- (d) To solicit funds, gifts, grants and bequests; to receive subscriptions; and to establish, endow and hold the investments and assets of the Corporation.
- (e) To elect and remove or suspend, at its pleasure, a President, one or more Vice-Presidents, a Secretary and a Treasurer, and to elect or appoint and remove or suspend, at its pleasure, such other officers, assistant officers, servants and agents as it may, from time to time, deem necessary; to appoint committees on particular subjects as it deems necessary; to specify the duties of all of said persons and fix and change their compensation, provided that no person shall have authority to fix or change his own compensation; and, to confer by resolution upon any officer or officers of the company the right to appoint, remove or suspend such subordinate officers, assistant officers, agents and servants as it may determine.
- (f) To determine who shall be authorized to sign on behalf of the Corporation contracts, bills, notes, checks and any and every document or instrument whatsoever necessary or convenient to carry on the business of the Corporation.
- (g) In addition to the foregoing and without any limitation thereof, the Board Directors shall have the power to do all acts necessary or convenient to carry on the purposes of this Corporation as set forth in the Articles and to do any and all things and to decide any and all questions not governed or determined by the Articles, statutes, or by these Bylaws.

Section 4. Annual Meetings; Regular Meetings. An annual meeting of the Board of Directors shall be held on or about the last Wednesday in January each year, on such date and at such time and place as the Board of Directors may approve at least one month in advance of the meeting. The notice for time and place of such meeting shall be provided in accordance with Article III, Section 7, "Notice of Special Meetings." The Board of Directors may provide by resolution the date, time and place, either within or without the state of Oregon, for the holding of additional regular meetings of the Board without any notice other than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors or any committee designated and appointed by the Board may be called by or at the written request of the President or any two directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call such special meetings may fix any place within or without the State of Oregon as the place for holding any special Board or committee meeting called by them.

Section 6. Participation. Members of the Board or any committee designated by the Board may participate in an annual, regular or special meeting of such Board or committee by use of any means of communication by which all directors or committee members participating in such meeting may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means is deemed to be present in person at the meeting.

Section 7. Notice of Special Meetings. Notice of any special Board or committee meeting shall be given at least seven (7) days before such meeting by written notice delivered personally or sent by regular mail, electronic mail, or transmitted by facsimile to each director at his address or facsimile number as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered on the second (2nd) day after deposit in the United States mail properly addressed, with postage thereon prepaid. If notice is transmitted via facsimile, such notice shall be deemed to have been delivered upon confirmation by telephone that the facsimile has been received.

Section 8. Waiver of Notice.

Section 8.1. In Writing. Whenever any notice is required to be given to any director under the provisions these Bylaws, the Articles, or applicable Oregon law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board or a committee need be specified in the waiver of notice of such meeting.

Section 8.2. By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of the number of elected directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present any business may be transacted and the Board may exercise all its powers.

Section 10. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. If with respect to any proposed resolution or action presented to the Board of Directors at such meeting an equal number of directors vote for and against such resolution or action, the President must solicit the vote of all other directors not present at such meeting. If thereafter, there remain an equal number of directors who vote for and against such resolution or action, the President of the Corporation shall within ten (10) days thereafter appoint an independent and unrelated individual knowledgeable in the affairs of the Corporation to act as an additional director (notwithstanding any limitation herein with respect to the total number of directors or procedures for the appointment thereof) for the sole purpose of voting upon such resolution or action. The vote of such individual shall be obtained within ten (10) days of his or her appointment and aggregated with the votes of the other directors as previously taken, and the President shall notify the other members of the Board of Directors in writing of the results of the vote. Such individual shall not act as a director or be deemed to be a director after such vote has been taken, but shall be subject to all indemnification afforded to all other directors.

Section 11. Presumption of Assent. A director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention to such action is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention to such action by registered mail to the Secretary of the Corporation within forty-eight (48) hours after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 12. Action of Directors Without a Meeting. Any action required to be taken, or which may be taken at a meeting of the Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken or to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of the directors. Such consent shall be filed in the corporate minute book.

Section 13. Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary of the Corporation at the registered office of the Corporation, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified in such notice, or if the time is not specified, upon delivery of such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 14. Removal. Any individual director may be removed from office with or without cause by the Board of Directors. Such director shall be removed by the Board of Directors giving written notice of the removal to the director and either the presiding officer of the Board or to the President or Secretary. Removal of the director shall be effective when the notice is effective pursuant to ORS 65.034, or a successor statute, unless the notice specifies a

future effective date, in which event the removal of the director shall be effective upon such future date. If any one or more of the directors is so removed, new directors may be appointed by the remaining directors to serve the unexpired term of any director so removed.

Section 15. Vacancies. A vacancy on the Board of Directors shall exist on the death, resignation, or removal of any director. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by appointment by the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 16. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV Committees

Section 1. Standing or Temporary Committees. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no such committee shall have the authority of the Board of Directors to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any such committee or any director or officer of the Corporation; (c) amend or restate the Articles of Incorporation; (d) adopt a plan of merger or plan of consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon the Board or such director by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Such other committees shall not be required to consist of any directors. Such other committees also may constitute project teams for specific projects undertaken by the Corporation, and shall have a project leader as appointed in the

resolution appointing such committee or project team, including with duties, responsibilities and directions as further set out in such resolution, or as set out in one or more amending resolutions adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V Officers

Section 1. Number and Designation. The officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers as shall be determined by the Board, including a Vice President, Assistant Secretary, and/or Assistant Treasurer, each of whom shall be elected by the Board. Other officers, assistant officers, agents and committees may be elected or appointed by the Board as it may deem necessary, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as may be provided by resolution of the Board. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor has been duly elected and qualified, or until his death or resignation, or until his removal in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term, or for a new term established by the Board.

Section 5. President. The President shall be the chief executive officer of the Corporation, and, subject to the control of the Board, shall, in general, supervise and control all of the assets, business and affairs of the Corporation. The President shall, when present, preside as chairman at all meetings of the Board of Directors, and any committee exercising the authority of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board to sign thereon, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officers or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice-Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to such individual by the President or by the Board.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deed, mortgages, bonds, contracts, or other instruments; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general, perform all of the duties incident of the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or by the Board. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

Section 10. Qualification for Office. The President, all Vice-Presidents, the Secretary and the Treasurer shall be selected from among the directors and may be paid a reasonable compensation, as determined by the Board. All other officers, agents and employees need not be members of the Board.

ARTICLE VI Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be made by the Corporation to any officer or to any director. No other loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE VII Books and Records

The Corporation shall keep at its principal or registered office, copies of its current Articles of Incorporation and Bylaws; correct and complete records of accounts and finances; minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors; records of the name and address of each director and officer; and such other records as may be necessary or advisable. All books and records of the Corporation may

be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX
Amendments

The Board of Directors may amend, alter, repeal, or adopt new Bylaws only at a regularly scheduled or at a special meeting called for such purpose, provided that the Board of Directors has agreed to consider such changes to the Bylaws in a prior meeting (held within two month prior to the meeting in which such changes to the Bylaws are authorized), that meeting notes reflect such discussion, and that a written notice of the proposed amendment is provided in accordance with Article III, Section 7, "Notice of Special Meetings." Approval for adoption of changes to these Bylaws requires a majority vote from all members of the Board of Directors then in good standing.

ARTICLE X
Indemnification

Section 1. Rights to Indemnification; Standard of Conduct.

Section 1.1. General Rights to Indemnification. Subject to the provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, judicial, or investigative, (including all appeals), (other than an action described in Section 1.2 below), by reason of or arising from the fact that the person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses (including attorney's fees) actually and reasonably incurred by the person to be indemnified in connection with such action, suit or proceeding if the person (a) acted in good faith, and (b) reasonably believed his or her conduct to be in, or at least not opposed to, the best interests of the Corporation. However, no indemnification shall be made to any person in respect of any action, suit or proceeding by or in the right of the Corporation in which such person shall have been adjudged to be liable to the Corporation.

Section 1.2. Actions Involving Chapter 41, Chapter 42 or Fund Mismanagement. Subject to the provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, judicial, or investigative, (including all appeals),

involving Chapter 41 or 42 of the Internal Revenue Code, or state laws relating to the mismanagement of funds of charitable organizations, by reason of or arising from the fact that the person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses including attorney's fees, but excluding taxes, penalties, or expenses of correction, actually and reasonably incurred by the person to be indemnified in connection with such action, suit or proceeding if such person is successful in the defense of such proceeding or, if such proceeding is terminated by settlement, if he has not acted willfully and without reasonable cause with respect to the act or failure to act which resulted in the liability imposed. However, no indemnification shall be made to any person in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation.

Section 1.3. Effect of Plea of Nolo Contendere. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the above-described standard of conduct.

Section 1.4. Improper Personal Benefit. The Corporation shall not indemnify any person in connection with any suit, action or proceeding charging improper personal benefit to such person in the event such person is adjudged liable by reason of having improperly received personal benefit, unless indemnification is ordered by a Court of competent jurisdiction.

Section 1.5. Initiation of Proceedings. Subject to the provisions of this Article, the Corporation shall indemnify any person seeking indemnification hereunder in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board, except proceedings to enforce indemnification hereunder for which such person shall be indemnified to the extent such person is successful in whole or in part.

Section 2. Determination and Authorization of Right to Indemnification in Certain Cases.

Section 2.1. Determination of Right to Indemnification. Subject to the provisions of Section 5 below, indemnification under Section 1 of this Article shall not be made by the Corporation unless it is expressly determined that indemnification of the person who is or was an officer or director, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1. That determination may be made by any of the following:

(a) By the Board by majority vote of a quorum consisting of directors who are not at the time parties to the action, suit or proceeding;

(b) If a quorum cannot be obtained under paragraph (a) of this subsection, by majority vote of a committee duly designated by the Board consisting solely of two or more directors not at the time parties to the proceeding (directors who are parties to the proceeding may participate in designation of the committee);

(c) By special legal counsel selected by the Board or its committee in the manner prescribed in (a) or (b), or if a quorum of the Board of Directors cannot be obtained under (a) and a committee cannot be designated under (b), the special legal counsel shall be selected by majority vote of the full Board, including directors who are parties to the proceeding.

Section 2.2. Authorization of Indemnification. Authorization of indemnification and evaluation of reasonableness of expenses shall be made in the same manner as set forth in Section 2.1, except that if the determination is made by special legal counsel, the authorization and evaluation shall be made by a majority vote of the full Board, including directors who are parties to the proceeding.

Section 3. Indemnification of Persons Other than Officers or Directors. In the event any person not included within the group of persons referred to in Section 1 of this Article was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of a type referred to in Section 1 of this Article by reason of or arising from the fact that such person is or was an employee or agent (including an attorney) of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as an employee or agent (including an attorney) of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit or proceeding) may, but shall not be required to, grant to such person a right of indemnification, provided that such person meets the applicable standard of conduct set forth in Section 1 and further provided that such indemnification is subject to Section 11 of this Article. Furthermore, the Board may designate by resolution in advance of any action, suit or proceeding, those employees or agents (including attorneys) who shall have such rights of indemnification or on what terms.

Section 4. Successful Defense. Notwithstanding any other provision of this Article, in the event a director or officer is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or matter therein, that person shall be indemnified against reasonable expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 5. Conditions Precedent to Indemnification Under Section 1.

Section 5.1. Notice to Corporation. Except as otherwise provided in this Article, any person who desires to be indemnified pursuant to this Article shall promptly notify the Corporation that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1, and intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed, via registered or certified mail, return receipt

requested, to the President of the Corporation at the principal or registered office of the Corporation or, in the event the notice is from the President, to the registered agent of the Corporation. Failure to give the notice required hereby shall entitle the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit or proceeding), to make a determination that such a failure was prejudicial to the Corporation in the circumstances and that, therefore, the right to indemnification referred to in Section 1 of this Article shall be denied in its entirety or reduced in amount.

Section 5.2. Notice to Attorney General. The Corporation shall not make any payment of indemnification hereunder until twenty (20) days after the effective date of written notice to the Attorney General of the proposed indemnification pursuant to ORS 65.404.

Section 6. Advances for Expenses. Expenses incurred by a person indemnified hereunder in defending a civil, judicial, administrative or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such expenses if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation and a written affirmation of the person's good faith belief that he or she has met the applicable standard of conduct. The undertaking must be an unlimited general obligation of the party receiving the advances but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7. Authority to Purchase Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or one of its subsidiaries or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by that person in any such capacity arising out of his or her status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or under the Oregon Nonprofit Corporation Act. The premiums for such insurance shall not be treated as compensation to the individuals whose acts are covered by such insurance.

Section 8. Non-Exclusivity. The indemnification referred to in this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, order issued by a Court of competent jurisdiction, agreement, vote of the Board or otherwise. The provisions of this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall issue to the benefit of the heirs, executors and administrators of such a person. Subject to Section 11 of this Article, the Corporation is authorized to enter into agreements of indemnification.

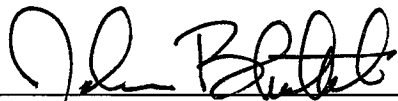
Section 9. Severability. If any provision of this Article is found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

Section 10. Effect of Statute. Except as limited herein by Section 11 of this Article, the Corporation shall indemnify any person who is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employees benefit plan or other enterprise to the fullest extent permitted by the Oregon Non-Profit Corporation Act as in effect as of the date of the adoption of these provisions and as may be subsequently amended, provided, however, in the event such subsequent amendment reduces or diminishes such person's rights to indemnification, such amendments shall not apply to the extent permitted by law.

Section 11. Compliance with Tax Law and Clarification of Intent. To the extent that the application of any of the provisions of this Article, or the provision for or payment of expenses or liabilities or indemnification therefor, whether pursuant to this Article or otherwise, causes an adverse consequence to the Corporation or its officers or directors under Chapter 42 of the Internal Revenue Code, then notwithstanding the provisions of this Article or the Oregon Nonprofit Corporation Act, the Corporation shall not make such provision, payment or indemnification. It is the purpose and intent of this Article to authorize the Corporation to provide the maximum amount of indemnification to its officers and directors which is consistent with the provisions of the Oregon Nonprofit Corporation Act and which does not result in adverse consequences to the Corporation or its officers or directors under Chapter 42 of the Internal revenue Code. Accordingly, to the extent the application of these provisions does not result in such adverse consequences, they shall be applied liberally; to the extent the application of these provisions may result in such adverse consequences, their application shall be restricted so as to avoid such adverse consequences.

I hereby certify that the foregoing Bylaws were and are the Bylaws adopted by the directors on the 1 day of FEBRUARY, 2006, and that they are the whole thereof exactly as adopted, and that I make this certificate to identify the same pursuant to instructions of the Board of Directors.

ARCHITECTS WITHOUT BORDERS-OREGON



John Blumthal, Secretary 2/1/06